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FILED
Secretary of State
State of California

cc JUN 06 2014 bhs

**RESTATED
ARTICLES OF INCORPORATION**

The Undersigned Certify That:

1. They are the President and the Secretary, respectively, of Omni Oakland Collective, a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

1. *The name of this corporation is Omni Oakland Commons*

2. *This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California for public and charitable purposes.*

3. *The public and charitable purposes of this corporation are:*

(a) *To educate the public on subjects useful to the individual and beneficial to the community including in particular history, current events, economics, sociology, political science, anthropology, education, psychology, philosophy, science, social theory and the arts by presenting public discussion groups, forums, panels, lectures, exhibits, audio and video presentations, distributing of printed and on-line materials, and other similar programs.*

(b) *To carry on scientific research in the public interest by conducting research directed towards benefiting the public and distributing the results of said research to all members of the public on a nondiscriminatory basis.*

(c) *To provide relief to the poor, distressed and underprivileged, to combat community deterioration and to defend human and civil rights secured by law.*

(d) *To lease, manage, own and operate property to promote the purposes stated in (a)-(c), above.*

6.

(a) *This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code").*

(b) *Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.*

(c) *No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office as defined for purposes of Section 501(c)(3) of the Code.*

7.

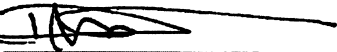
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

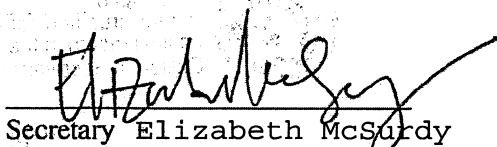
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 05/22, 2014



President DAVID KEENAN



Secretary Elizabeth McSurdy

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This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code").

(b) Notwithstanding any other provision of law, this corporation shall not carry on any other activity that is not permitted to be carried on (i) by a corporation described in Section 501(c)(3) of the Code or (ii) by a corporation described in Section 501(c)(29) of the Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in any political campaign on behalf of any candidate for public office as defined in Section 30410 of the Code.

7. The property of this corporation is to be used exclusively for charitable purposes and no part of the net income or assets of the corporation shall ever inure to the private inurement of any individual, or to the benefit of any private person, or for the promotion or carrying out of the private inurement of any person, or for the provision for payment of all debts and liabilities of this corporation shall be distributed to a person, a partnership or corporation, or to any other entity, except as may be permitted by the board of directors and subject to the approval of the stockholders.

8. The foregoing articles and statements of Articles of Incorporation have been duly approved by the board of directors.

9. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN 12 2014

Yor

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State